

WT 03-253

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 12/11/2003 at 01:40PM File Number: 0001525608
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1) Application Purpose Amendment	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC	File Number: 0001525608
2b) File numbers of related pending applications currently on file with the FCC	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation? No
5a) Does this filing request a waiver of the Commission rules? (If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances) No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? No

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc
9) The assignment of authorization or transfer of control of license is Voluntary

Licensee/Assignor Information

10) FCC Registration Number (FRN) 0008593352			
11) First Name (if individual)	MI	Last Name	Suffix
12) Entity Name (if not an individual) PageMart II Holdings LLC			
13) Attention To Thomas Saine			
14) P O Box	And / Or	15) Street Address 3333 Lee Parkway, Suite 100	
16) City Dallas	17) State TX	18) Zip Code 75219	
19) Telephone Number (214)765-3254		20) FAX Number (214)765-4962	
21) E-Mail Address Tom.Saine@WebLinkwireless.com			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native	Asian	Black or African-American	Native Hawaiian or Other Pacific Islander	White
Ethnicity:	Hispanic or Latino	Not Hispanic or Latino			
Gender:	Female	Male			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN)			
24) First Name (if individual)	MI	Last Name	Suffix
25) Entity Name (if not an individual)			
26) P O Box	And / Or	27) Street Address	
28) City	29) State:	30) Zip Code	
31) Telephone Number	32) FAX Number		
33) E-Mail Address			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name	MI	Last Name	Suffix.
35) Company Name			
36) P O Box	And / Or	37) Street Address	
38) City	39) State	40) Zip Code	
41) Telephone Number	42) FAX Number		
43) E-Mail Address			

Assignee/Transferee Information

44) The Assignee is a(n) Corporation			
45) FCC Registration Number (FRN) 0002051357			
46) First Name (if individual)	MI	Last Name	Suffix
47) Entity Name (if other than individual) Metrocall USA, Inc.			
48) Name of Real Party in Interest			49) TIN:
50) Attention To Stan Sech			
51) P O Box	And / Or	52) Street Address 6677 Richmond Highway	
53) City Alexandria	54) State VA	55) Zip Code 22306	
56) Telephone Number (703)660-6677	57) FAX Number (703)721-3051		
58) E-Mail Address stan.sech@metrocall.com			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name Frederick	MI M	Last Name Joyce	Suffix Esq
60) Company Name Venable LLP			
61) P O Box	And / Or	62) Street Address: 575 7th Street NW	
63) City Washington	64) State DC	65) Zip Code 20004	
66) Telephone Number (202)344-4653	67) FAX Number (202)344-8300		
68) E-Mail Address rjoyce@venable.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native	Asian	Black or African-American	Native Hawaiian or Other Pacific Islander	White
Ethnicity:	Hispanic or Latino	Not Hispanic or Latino			
Gender:	Female	Male			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd 6293(1998)			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name	Thomas	MI	Last Name Saine
		Suffix.	
80) Title Chief Technology Office, VP - Network			
Signature Thomas Saine		81) Date 12/11/03	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd 6293 (1998)
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules

82) Typed or Printed Name of Party Authorized to Sign

First Name Stan	MI F	Last Name Sech	Suffix
83) Title Chief Operating Officer			
Signature Stan F Sech		84) Date 12/11/03	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
KNKV210	CN						Yes	Full
KNNF714	GS						Yes	Full
KNNG381	GS						Yes	Full
KNNG480	GS						Yes	Full
KNNG842	GS						Yes	Full
KNNG844	GS						Yes	Full
KNNG845	GS						Yes	Full
KNNH546	GS						Yes	Full
KNNH547	GS						Yes	Full
KNNH548	GS						Yes	Full
KNNH549	GS						Yes	Full
KNNH550	GS						Yes	Full
KNNH551	GS						Yes	Full
KNNH552	GS						Yes	Full
KNNH583	GS						Yes	Full
KNNH585	GS						Yes	Full
KNNH788	GS						Yes	Full
KNNH814	GS						Yes	Full
KNNH824	GS						Yes	Full
KNNH849	GS						Yes	Full

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[illegible]

WPGE982	GS
WPGE983	GS
WPGE985	GS
WPGE986	GS
WPGF211	GS
WPGF212	GS
WPGF213	GS
WPGF214	GS
WPGF215	GS
WPGF221	GS
WPGF740	GS
WPGF741	GS
WPGF742	GS
WPGF745	GS
WPGF746	GS
WPGF747	GS
WPGF748	GS
WPGF749	GS
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WPGF785	GS
WPGF786	GS
WPGF787	GS

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WPOY556	GS
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WPOY558	GS
WPOZ481	GS
WPOZ522	GS
WPOZ642	GS
WPOZ654	GS
WPPA538	GS
WPPC264	GS
WPPC319	GS
WPPC507	GS
WPPC667	GS
WPPD600	GS
WPPD616	GS
WPPE881	GS
WPPE908	GS
WPPE991	GS
WPPE992	GS
WPPE993	GS
WPPF227	GS
WPPF230	GS
WPPF255	GS
WPPF427	GS
WPPF620	GS
WPPF691	GS
WPPF692	GS
WPPF695	GS
WPPF696	GS
WPPF706	GS
WPPF710	GS
WPPF711	GS
WPPF712	GS
WPPG299	GS
WPPG305	GS
WPPH917	GS
WPPU227	GS
WPPU228	GS
WPPU380	GS
WPPU395	GS
WPPU470	GS
WPPU471	GS
WPPU576	GS
WPPU704	GS
WPPU730	GS
WPPW261	GS
WPPW265	GS
WPPW283	GS
WPPW289	GS
WPPW435	GS
WPPW469	GS

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**FCC Form 603
Schedule A****Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services**Approved by OMB
3060 - 0800
See instructions for public
burden estimate**Assignments of Authorization****1) Assignee Eligibility for Installment Payments** (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?	No
If 'Yes', is the Assignee applying for installment payments?	

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets
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3) Certification Statements**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.
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For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules

Transfers of Control**4) Licensee Eligibility** (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?
If 'Yes', the new category of eligibility of the licensee is

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing

Attachment List

Attachment Type	Date	Description	Contents
Other	11/25/03	Public Interest Statement	0178862792633057629198304.pdf
Other	12/11/03	Amendment to Exhibit I	0178898802633057629198304.pdf

PAGEMART II HOLDINGS, LLC (Assignor)
METROCALL USA, INC. (Assignee)
FCC FORM 603, APPLICATION FOR
ASSIGNMENT OF LICENSES
EXHIBIT ONE, Page 1 of 6

Public Interest Statement/Description of Transactions

Metrocall USA, Inc. ("MUSA") and PageMart II Holdings, LLC ("PageMart") hereby submit the foregoing application, on FCC Form 603, for the Commission's consent to the assignment of licenses from PageMart to Metrocall. Concurrently herewith, an application is also being submitted for the Commission's consent to the assignment of licenses from PageMart's sister company, PageMart PCS Holdings, LLC, to Metrocall. Metrocall and PageMart respectfully request that the Commission treat these applications as minor amendments to any pending applications of the parties and their respective subsidiaries.

Background

MUSA is a wholly-owned subsidiary of Metrocall Holdings, Inc. ("Metrocall Holdings;" collectively with its subsidiaries, "Metrocall"), a company whose stock is publicly traded over-the-counter (common stock: MTOH.OB; preferred: MTOHP.OB). Metrocall is the second-largest paging and messaging company in the United States, with more than 3.1 million subscribers nationwide.¹ Metrocall provides Commercial Mobile Radio Service ("CMRS") one-way and advanced two-way messaging over thousands of facilities licensed to MUSA, under Parts 22 and 90 of the Commission's Rules, and over the facilities of Nationwide Narrowband Personal Communications Service Station KNKV203.

PageMart is a wholly-owned subsidiary of WebLink Wireless I, LP (individually and collectively with its subsidiaries, "WebLink"), a private limited partnership, which is also one of the larger paging and messaging carriers in the U.S. with approximately 828,000 subscribers nationwide. Through facilities licensed to PageMart and PageMart PCS Holdings, LLC, under Parts 24 and 90 of the Commission's Rules, WebLink is a leading provider of CMRS wireless data services.

Metrocall has acquired certain tangible assets and intellectual property of WebLink, in exchange for the issuance to WebLink of shares of and warrants for Metrocall Holdings' common stock. PageMart and its sister company, PageMart PCS Holdings, LLC, will assign their licenses to MUSA in exchange for warrants for additional shares of Metrocall Holdings' common stock. If all warrants are ultimately exercised, WebLink will hold less than 15% of Metrocall Holdings' issued and outstanding common stock, and less than 7% of Metrocall Holdings' total equity.

PAGEMART II HOLDINGS, LLC (Assignor)
METROCALL USA, INC. (Assignee)
FCC FORM 603, APPLICATION FOR
ASSIGNMENT OF LICENSES
EXHIBIT ONE, Page 2 of 6

consequently, there will be no change in control of Metrocall Holdings or its subsidiaries. Revised ownership information for MUSA, reflecting its ownership upon completion of this transaction, is provided on FCC Form 602, submitted herewith

The current Section 1.2112(a) of the Commission's Rules and the instructions to the current version of Form 602 have eliminated a specific request for information regarding officers and directors (at least insofar as those individuals do not also hold direct or indirect ownership interests of 10% or more). None of MUSA's officers or directors (who are also the officers and directors of Metrocall Holdings) hold, or will hold upon completion of this transaction, 10% or more of its equity; nonetheless, out of an abundance of caution, MUSA is providing the names and citizenship of, and percentages of stock held (if any) by its executive officers and directors.

Name/Title	Citizenship	Percentage of Stock Held
Royce Yudkoff, Chairman of the Board	US	Less than 1%
Vincent D. Kelly, President, Chief Executive Officer, and Director	US	Less than 1%
Stan F. Sech, Chief Operating Officer	US	Less than 1%
George Z. Moratis, Chief Financial Officer and Treasurer	US	Less than 1%
Eugene I. Davis, Director	US	N/A
Nicholas A. Gallopo, Director	US	N/A
Brian O'Reilly, Director	US	N/A
David J. Leonard, Director	US	N/A
Steven D. Scheiwe, Director	US	N/A

No change to the officers and directors of any Metrocall company is anticipated at this time

The Proposed Transfer Will Serve the Public Interest.

Although the parties to this transaction are two of the largest messaging carriers in the United States, Metrocall and WebLink respectfully submit that the proposed transaction will not adversely affect competition, but will instead enhance competition in the public interest. The Commission has often noted the highly competitive nature of the CMRS market, and of the paging and messaging industry in particular. *See, e.g., Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993; Annual Report and Analysis of Competitive Market Conditions With Respect to*

PAGEMART II HOLDINGS, LLC (Assignor)
METROCALL USA, INC. (Assignee)
FCC FORM 603, APPLICATION FOR
ASSIGNMENT OF LICENSES
EXHIBIT ONE, Page 3 of 6

Commercial Mobile Services, Seventh Report, FCC 02-179 at 65 (released July 3, 2002) (“*Seventh CMRS Competition Report*”).

The paging/messaging sector, viewed as a stand-alone market, will continue to have numerous competitors following the proposed transaction. The Commission previously found a larger combination of messaging carriers, between the then-first and second largest carriers in the U.S., would not adversely affect competition, and would serve the public interest. *See, In the Matter of Arch Communications Group, Inc. and Paging Network, Inc.*, Memorandum Opinion and Order, DA 00-925 (released April 25, 2000). The subject transaction warrants similar findings, and should likewise be granted. *See, e.g., Melody Music, Inc.*, 345 F.2d 730 (DC Cir. 1965). Following completion of the proposed transaction, Arch Wireless, Inc. will remain the largest carrier in this sector, with more than 4.7 million units in service as of June 2003. *See, Arch Wireless, Inc.*, SEC Form 10-Q (filed August 12, 2003). There will be no change to Metrocall's position in the paging/messaging market, it is and will remain the second-largest carrier, competing with numerous other paging/messaging carriers. Other large carriers, such as Skytel and Verizon Wireless' messaging division, will also continue to provide paging and messaging services. In addition to the largest paging carriers, there are “hundreds of smaller paging operators” competing in the marketplace. *Seventh CMRS Competition Report* at 65.

Moreover, opportunities for additional entry into the paging/messaging industry remain. The FCC recently completed auctions of MTA-based Narrowband PCS licenses, *Narrowband PCS Auction Closes, Public Notice*, Report No. AUC-03-50-E, DA 03-3012 (released October 2, 2003), and six regional Narrowband PCS licenses, *Regional Narrowband PCS Spectrum Auction Closes, Public Notice*, Report No. AUC-03-51-F, DA 03-3006 (released October 1, 2003), all of the high bidders in those auctions qualified as “very small businesses.” *See, e.g., Auction 50 Bidder Summary*, <http://wireless.fcc.gov/auctions/50/charts/50bidder.xls>. In the most recent paging auction, completed in May of this year, 96 bidders won 2,832 of the licenses offered, leaving 7,370 “overlay” licenses available for future licensing. *Lower and Upper Band Paging Auction Closes, Public Notice*, Report No. AUC-03-48-E, DA 03-1836 (released May 30, 2003). Additionally, shared frequencies are available for commercial paging services under Part 90 of the Commission's Rules. *See* 47 C.F.R. §§ 90.35(c)(36); 90.494. Furthermore, among the largest customers of paging/messaging carriers are hospitals, law enforcement and public safety entities, and large business users, *see, Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993, Annual Report and Analysis of Competitive Market Conditions With Respect to Commercial Mobile Services, Eighth Report*, FCC 03-150 at ¶ 142 (released July 14,

PAGEMART II HOLDINGS, LLC (Assignor)
METROCALL USA, INC. (Assignee)
FCC FORM 603, APPLICATION FOR
ASSIGNMENT OF LICENSES
EXHIBIT ONE, Page 4 of 6

2003) ("*Eighth CMRS Competition Report*"), in addition to the commercially-available alternatives to their current paging services, those customers have the option of obtaining licenses for their own private messaging systems. See, 47 C.F.R. §§ 90.20(a), 90.35(a).

Thus, even an analysis of competition that looks only to paging and Narrowband PCS operations demonstrates that the proposed transaction will not allow Metrocall to exercise market dominance. The post-transaction Metrocall will be constrained in its pricing and service practices not only by other paging and Narrowband PCS carriers, but also by the ability of many of its customers to obtain FCC licenses and self-provision similar wireless services. No paging/messaging carrier, large or small, can easily raise prices, nor can any such carrier neglect the quality of its network or the reliability of the services it provides to its customers.

Nonetheless, the parties further respectfully submit that such an analysis is too narrow in focus. The Commission's annual reports of competition in the CMRS industry support a broader view of the market, since 2000, the Commission has not analyzed paging/messaging as a distinct industry sector, but has considered these services as part of the broader wireless data market. See, *Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993; Annual Report and Analysis of Competitive Market Conditions With Respect to Commercial Mobile Services, Fifth Report*, FCC 00-289 (released August 18, 2000) ("*Fifth CMRS Competition Report*") ("In the context of this developing [mobile data] sector, paging/messaging services can be viewed as part of the larger landscape") The proposed transaction is properly analyzed by considering its impact on that "larger landscape."

The Commission's reports of competition in the CMRS industry demonstrate that the wireless data industry is a large and robust market, of which paging and messaging carriers represent only a small fraction. Broadband CMRS carriers—some of which are among the largest companies in the telecommunications industry and all of which have greater spectrum allocations than paging and Narrowband PCS licensees—provide wireless messaging, e-mail and other data services in competition with paging/messaging carriers. See, e.g., *Eighth CMRS Competition Report* at ¶ 142; *Seventh CMRS Competition Report* at 66. In recent years, many customers have turned from paging/messaging services to mobile telephone services that include text messaging and similar offerings. See, e.g., *Fifth CMRS Competition Report* at 58. According to the *Eighth CMRS Competition Report*, there were an estimated 14.1 million paging subscribers nationwide in 2002, representing a decrease of nearly 4 million customers from the previous year. *Eighth CMRS Competition Report* at ¶ 141. Conversely, approximately 11.9 million of the nation's mobile telephone subscribers also received

PAGEMART II HOLDINGS, LLC (Assignor)
METROCALL USA, INC. (Assignee)
FCC FORM 603, APPLICATION FOR
ASSIGNMENT OF LICENSES
EXHIBIT ONE, Page 5 of 6

one or more mobile data offerings in 2002, representing an increase of more than 4 million subscribers. *Id.* at ¶ 124. Additionally, there are a number of data-only mobile networks, some operated by broadband CMRS carriers and some by non-carrier providers, offering e-mail, Internet access and other services to devices such as PDAs. *See, e.g., id.* at ¶¶ 131-134, 166. It has been estimated that use of such data-only mobile services more than doubled during 2002. *Id.* at ¶ 124.

In short, "the multitude of mobile data services, service providers, pricing plans and devices available to customers" is evidence that the competition for CMRS services generally, and wireless data services in particular, is strong and growing. *See, id.* at ¶ 127. In such a highly competitive and rapidly expanding market, the proposed transaction can have no ill effects on competition or consumers. Even if the post-transaction Metrocall did not face competition from numerous other paging/messaging carriers, it would still be subject to intense competition from an array of wireless data providers, who generally have more spectrum on which to provide services in addition to messaging, wireless alerts, and similar services. The post-transaction Metrocall will still need to provide rapid and reliable messaging, at reasonable prices and with a strong focus on customer service, if it hopes to compete in this market.

Rather than harming competition, this transaction will benefit the public by enabling Metrocall to recognize greater economies of scale in the post-transaction company's networks, facilities and spectrum, allowing it to use its resources to further improve existing services and to deploy new and innovative services in accordance with customer demand. The post-acquisition Metrocall will combine the strengths of WebLink's and Metrocall's technologically-advanced two-way interactive messaging, wireless e-mail and Internet connectivity, and one-way messaging services. WebLink's two-way NPCS network covers areas encompassing 90% of the U.S. population, and it provides an array of services, ranging from traditional paging to telemetry, wireless e-mail and other data services. Metrocall has an impressive retail presence, with offices and retail locations in more than forty states. Through its own networks and proprietary software products, as well as through strategic partnerships with other technology leaders, Metrocall provides a variety of wireless information services and business solutions in addition to its core messaging business. A grant of the subject application will permit the post-transaction company to obtain new efficiencies for these considerable resources, making it a stronger competitor in the challenging wireless data marketplace.

Metrocall is evidently qualified to hold FCC licenses. Through various corporate organizational structures, the Metrocall corporate family has provided paging/messaging

PAGEMART II HOLDINGS, LLC (Assignor)
METROCALL USA, INC. (Assignee)
FCC FORM 603, APPLICATION FOR
ASSIGNMENT OF LICENSES
EXHIBIT ONE, Page 6 of 6

services for more than thirty years, as long-term licensees and/or affiliates of various licensees, the Metrocall companies have been found by the Commission to be qualified to hold licenses in numerous radio services. The credentials of WebLink and its subsidiaries as licensees have likewise been established over a period of fifteen years, by their qualification to hold thousands of *Commission authorizations*.

For all the foregoing reasons, Metrocall and WebLink respectfully submit that the proposed transfer of control of PageMart to Metrocall will serve the public interest, and the subject application should be expeditiously granted.

1 The pending application for assignment of licenses from Nationwide Paging, Inc. to Metrocall USA, Inc. File No. 0001471158) will not materially affect the estimated number of subscribers. Nationwide Paging has approximately 70,000 to 80,000 units in service, predominantly through resellers.

PROPOSED ASSIGNMENT OF LICENSES

AMENDMENT TO EXHIBIT 1

This instant filing seeks to amend the pending Federal Communications Commission ("Commission" or "FCC") applications for assignment of FCC licenses from PageMart II Holdings, LLC ("PageMart II")¹ and PageMart PCS Holdings, LLC ("PageMart PCS")² (PageMart II and PageMart PCS together, the "FCC Licensees") to Metrocall USA, Inc. ("Metrocall"), filed with the Commission on November 25, 2003. This amendment addresses FCC staff questions related to the initial Exhibit 1.

First, in response to the staff's question of whether WebLink Wireless I, L.P. ("WebLink Wireless"), the parent of the FCC Licensees, will continue operating as a wireless provider, WebLink Wireless intends to exit the wireless marketplace. Under the agreements between WebLink Wireless and Metrocall, all of the FCC licenses and WebLink's subscribers are being transferred to Metrocall. Upon consummation of the transaction, WebLink Wireless will no longer provide paging and messaging services.

Second, in connection with the staff's question regarding WebLink's customers, WebLink and Metrocall plan a smooth and seamless transition for customers. WebLink's customers will retain the same account team and the same billing interface and procedures as the integration commences. It is very much in Metrocall's best interests to ensure that WebLink's customers are seamlessly integrated into Metrocall's paging operations; there are other one-way and two-way paging carriers in Texas and nationwide, and Metrocall has no interest in giving WebLink's customers any incentives (based on price or service quality) to want to choose a different carrier

Many specific steps have been taken by Metrocall and WebLink to ensure that WebLink's customers will continue to receive high quality, uninterrupted services during the transition from WebLink to Metrocall. For instance, Metrocall and WebLink executives and senior staff have formed an integration team, which has held numerous meetings and adopted specific procedures for integrating their respective networks, while ensuring that WebLink's customers will continue to receive high quality service without any interruptions or adverse changes. Metrocall already has a large place of business in Dallas, close to WebLink's Plano headquarters; hence billing, network and other integration operations will be taken care of with no negative implications for customers. Metrocall has a substantially larger sales, service and technical support staff than does WebLink; consequently, expectations are that overall levels of support and service for WebLink's customers will immediately improve upon consummation of this transaction. Also, due to marketing arrangements that Metrocall has with PCS, wi-fi and other telecom service providers, WebLink customers will have a wider array of services available to them from the combined WebLink/Metrocall resources. For all these reasons, this acquisition may be expected to lead to improved services at competitive prices for all of WebLink's existing customers.

Finally, in response to the staff's question regarding pending applications, PageMart II's acquisition of the licenses of Network Services, LLC, Debtor-in-Possession, was consummated as of November 6, 2003.³ There are no other pending PageMart II or PageMart PCS applications

As asserted in the underlying applications, this transaction will serve the public interest and thus, the applications should be expeditiously granted.

- 1 FCC File No 0001525608
- 2 FCC File No 0001525609
- 3 FCC File No 0001360151